



**NORTH AMERICAN CAR CORPORATION**

33 West Monroe  
Chicago, IL U.S.A. 60603  
Telephone 312.853.5000  
Telex #255222

October 13, 1982

RECORDATION NO. *12031* Filed 1425

**2-301AC81**

**OCT 28 1982 - 11 20 AM** **SEP 28 1982**

Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Date.....  
Fee \$ *10.00*

ICC Washington, D. C.

Dear Secretary:

I have enclosed an original and several counterparts of the documents described below, to be recorded pursuant to section 11303 of title 49 of the U.S. Code.

This document is a Supplement, a secondary document, dated as of October 12, 1982.

*this one is 12031-*  
The primary document to which this is connected is recorded under Recordation No. 12031.

*M*  
The names and addresses of the parties to the document are as follows:

Bailor and Assignee: Manufacturers National Bank of  
Detroit, as Owner-Trustee under  
The American Road Owner Trust No. 2  
100 Renaissance Center  
Detroit, Michigan 48243  
Attn: Corporate Agencies Administration

Bailee and Assignor: North American Car Corporation  
33 West Monroe Street  
Chicago, IL 60603

A description of the equipment covered by the document follows:

*Restatement of equipment covered in sch 2*

- 144 4750 cu. ft. covered hopper cars (Class LO),  
SN 484942-484947, 485003-485012, 485023-485047,  
485746-485770, 486426-486428, 486580-486654.
- 17 5750 cu. ft. covered hopper cars (Class LO),  
SN 057916-057932.
- 40 3000 cu. ft. covered hopper cars, pressure differential unloading (15 psi) (Class LO), SN 094280-094319.
- 11 4000 cu. ft. covered hopper cars, pressure differential unloading (15 psi) (Class LO), SN 390255-390265.
- 2 5000 cu. ft. covered hopper cars, pressure differential unloading (15 psi) (Class LO), SN 550072-550073.

**FEE OPERATION BR.**

**OCT 28 11 44 AM '82**

**RECEIVED**

*Kennan P. Horton*

*C.*



Supplement dated as of October 12, 1982 to Bailment Agreement and Assignment of Leases dated as of June 10, 1980 between Manufacturers National Bank of Detroit, as Owner-Trustee under The American Road Owner Trust No. 2, 100 Renaissance Center, Detroit, Michigan 48243, Attn: Corporate Agencies Administration, Bailor and Assignee, and North American Car Corporation, 33 West Monroe St., Chicago, IL 60603, Bailee and Assignor, covering the following equipment:

- 144 4750 cu. ft. covered hopper cars (Class LO),  
SN 484942-484947, 485003-485012, 485023-485047,  
485746-485770, 486426-486428, 486580-486654.
- 17 5750 cu. ft. covered hopper cars (Class LO),  
SN 057916-057932.
- 40 3000 cu. ft. covered hopper cars, pressure differ-  
ential unloading (15 psi) (Class LO), SN 094280-  
094319.
- 11 4000 cu. ft. covered hopper cars, pressure differ-  
ential unloading (15 psi) (Class LO), SN 390255-390265.
- 2 5000 cu. ft. covered hopper cars, pressure differ-  
ential unloading (15 psi) (Class LO), SN 550072-550073.

Sincerely,

A handwritten signature in dark ink, appearing to read "E. H. Soderstrom II", written in a cursive style.

Edward H. Soderstrom II

EHS/cls

**Interstate Commerce Commission**  
Washington, D.C. 20423

10/28/82  
10/27/82

OFFICE OF THE SECRETARY

Edward H. Soderstrom 11  
North American Car Corp.  
33 West Monroe Street  
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/28/82 at 11:50am , and assigned re-recording number(s). 12031-M

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

SE-30  
(7/79)

SUPPLEMENT NO. 7

TO

BAILMENT AGREEMENT AND ASSIGNMENT OF LEASES

RECORDATION NO. 13031-*Sm*  
Filed 1428

OCT 28 1982 11 50 AM

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENT NO. 7 is dated as of October 12, 1982, and is entered into between MANUFACTURERS NATIONAL BANK OF DETROIT, not individually but solely as trustee (the "Owner-Trustee") under The American Road Owner Trust No. 2, and NORTH AMERICAN CAR CORPORATION, a Delaware corporation (the "Manager").

WHEREAS, the Owner-Trustee and the Manager have entered into a Bailment Agreement and Assignment of Leases dated as of June 10, 1980 (the "Bailment Agreement");

WHEREAS, the Owner-Trustee and the Manager now wish to supplement the Bailment Agreement for the purpose of amending Schedule 2 to the Bailment Agreement to add certain Leases to, and/or delete certain Leases from, those Leases assigned under the Bailment Agreement;

WHEREFORE, NOW, the Owner-Trustee and the Manager agree that from and after the date hereof, Schedule 2 to the Bailment Agreement is hereby amended to add the following Leases to the extent each Lease covers the cars identified opposite its description:

Demeter, Inc.	Lease Dated	15 - 4750 cu. ft. covered
Box 465	9/13/82	hopper cars (SN485746,
Fowler, Indiana	Rider Dated	485748, 485752, 485753,
	9/17/82	485755, 485756, 485757,
		485759, 485762, 485763,
		485765, 485766, 485767,
		485769, 485770)

→ and that said Schedule 2 shall be read in its entirety as set forth in Schedule 2 to this Supplement.

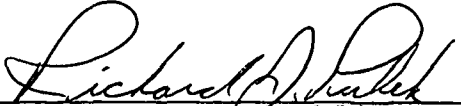
This Supplement shall be construed in connection with and as part of the Bailment Agreement, and all terms, conditions and covenants contained in the Bailment Agreement, as hereby supplemented, shall remain in full force and effect. Unless otherwise defined herein, the capitalized terms used herein are used with the respective meanings specified in the Bailment Agreement.

Its VICE PRESIDENT, & SENIOR TRUST OFFICER

Title:

STATE OF MICHIGAN     )  
                              )   SS.:  
COUNTY OF WAYNE     )

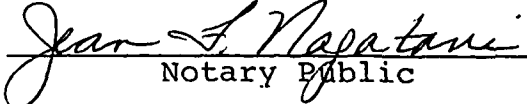
On this 26<sup>th</sup> day of October, 1982, before me personally appeared DONALD E. BLACK to me personally known, who, being by me duly sworn, says that (s)he is a VICE PRESIDENT & SENIOR TRUST OFFICER of MANUFACTURERS NATIONAL BANK OF DETROIT, that one of the seals affixed to the foregoing instrument is the seal of said national banking association and that said instrument was on 10/26, 1982, signed and sealed on behalf of said national banking association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

  
Notary Public

My Commission Expires:  
RICHARD J. PUHEK  
Notary Public Oakland County, Mich.  
Acting In Wayne County, Mich.  
My Commission Expires Aug. 5, 1984

STATE OF ILLINOIS     )  
                              )   SS.:  
COUNTY OF COOK     )

On this 12<sup>th</sup> day of October, 1982, before me personally appeared Harold Wong to me personally known, who, being by me duly sworn, says that he is the Director of Investor Management Programs of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My Commission Expires:

April 9, 1986

SCHEDULE 2  
DESCRIPTION OF LEASES

<u>Name and Address of Lessee</u>	<u>Date of Car Leasing Agreement</u>	<u>Term of Lease</u>	<u>Date of Lease</u>	<u>Type of Equipment</u>	<u># of Cars</u>	<u>Identifying Mark and Number: Subject to Assigned Schedule</u>
Alleman Cooperative Co. Main Street Alleman, Iowa	4/22/74	5 Years	9/13/79	4750 cu. ft. covered hopper car, 100-ton trucks, Class LO	25	NAHX 485023 - 485047
N.L. Baroid/N.L. Industries 1230 Avenue of the Americas New York, New York 10020	1/25/79	5 Years	4/23/80	3000 cu. ft. pressure differential unloading (15 p.s.i.) covered hopper cars, 100-ton trucks, Class LO	20	NAHX 094280 - 094299
N.L. Baroid/N.L. Industries 1230 Avenue of the Americas New York, New York 10020	1/25/79	5 Years	7/16/80	3000 cu. ft. pressure differential unloading (15 p.s.i.) covered hopper cars, 100-ton trucks, Class LO	20	NAHX 094300 - 094319
Cass County Elevator, Inc. First and Chestnut Atlantic, Iowa	9/26/79	5 Years	9/26/79	4750 cu. ft. covered hopper car, 100-ton trucks, Class LO	6	NAHX 484942 - 484947
CPC International, Inc. International Plaza Englewood Cliffs, New Jersey	3/1/65	5 Years	4/10/80	5000 cu. ft., (15 p.s.i.) 2 pressure differential covered hopper car, 100-ton trucks, Class LO	2	NAHX 550072 - 550073
Farmers Union Grain Terminal Association (Inc.) 1667 North Snelling Avenue St. Paul, Minnesota 55108	4/16/73	5 Years	10/22/79	4750 cu. ft. covered hopper car, 100-ton trucks, Class LO	75	NAHX 486580 - 486654

SCHEDULE 2  
DESCRIPTION OF LEASES

Page 2

<u>Name and Address of Lessee</u>	<u>Date of Car Leasing Agreement</u>	<u>Term of Lease</u>	<u>Date of Lease</u>	<u>Type of Equipment</u>	<u># of Cars</u>	<u>Identifying Mark and Numbers Subject to Assigned Schedule</u>
Hercules, Inc. 910 Market Street Wilmington, Delaware	6/1/64	5 Years	9/18/80	4000 cu. ft. slurry solution, pressure differential unloading (15 p.s.i.) covered hopper cars, 100-ton trucks, Class IO	11	NAHX 390255 - 390265
Hi-Line Farmers Union Grain Co. Main Street Peak, North Dakota	7/1/80	5 Years	7/1/80	1. 4750 cu. ft. covered hopper car, 100-ton trucks, Class IO	3	NAHX 486426 - 486428
				2. 5750 cu. ft. covered hopper cars, 100-ton trucks, Class IO	2	NAHX 057916 - 057917
Hoople Farmers Grain Railroad Right of Way Hoople, North Dakota	10/18/73	5 Years	9/7/80	4750 cu. ft. covered hopper car, 100-ton trucks, Class IO	10	NAHX 485003 - 485012
Manley Cooperative Grain Co. P.O. Box 68 One Mile East of Highway 50 Manley, Nebraska	12/12/79	5 Years	12/12/79	4750 cu. ft. covered hopper car, 100-ton trucks, Class IO	10	NAHX 485747, 485749, 485750, 485751, 485754, 485758, 485760, 485761, 485764, 485768
Mobay Chemical Corporation Penn Lincoln Parkway West Pittsburgh, Pennsylvania	4/3/79	5 Years	3/7/80	5750 cu. ft. covered hopper car, 100-ton trucks, Class IO	15	NAHX 057918 - 057932
Demeter, Inc. Box 465 Fowler, Indiana	9/13/82	1 Year	9/17/82	4750 cu. ft. covered hopper car, 100-ton trucks, Class IO	15	NAHX 485746, 485748, 485752, 485753, 485755, 485756, 485757, 485759, 485762, 485763, 485765, 485766, 485767, 485769, 485770